



MANUFACTURERS HANOVER LEASING CORPORATION

270 PARK AVENUE, NEW YORK, N.Y. 10017

RECORDATION NO. 10188-A Filed 1425

5-311A033

October 23, 1985

NOV 7 1985 - 10 45 AM

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. NOV 0-7 1985

RECORDATION NO. 10237-B Filed 1425

Date

Fee \$

20.00 NOV 7 1985 - 10 45 AM

FCC Washington, D.C. INTERSTATE COMMERCE COMMISSION

Dear Sir:

I have enclosed one original and one executed counterpart of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

(a) Termination Statement and Release of Security Agreement and Purchase Agreement. This document is intended to terminate the filings of a certain Security Agreement dated as of March 22, 1979 between Manufacturers Hanover Leasing Corporation and Cantor, Fitzgerald Equities Corp., filed with the Interstate Commerce Commission on March 29, 1979 and assigned recordation number ~~10188-A~~ and a certain Purchase Agreement dated as of March 8, 1979 between Cantor, Fitzgerald Equities Corp. and Teltrain, Inc., filed with the Interstate Commerce Commission on March 29, 1979 and assigned recordation number ~~10188-A~~. 10237-A

(b) Termination Statement and Release of Security Agreement and Related Documents. This document is intended to terminate the filings of a certain Loan and Security Agreement dated as of March 8, 1979 between Manufacturers Hanover Leasing Corporation and Cantor, Fitzgerald Equities Corp., filed with the Interstate Commerce Commission on March 12, 1979 and assigned recordation number 10188; a certain Supplement No. 1 to Loan and Security Agreement between Cantor, Fitzgerald Equities Corp. and Manufacturers Hanover Leasing Corporation, filed with the Interstate Commerce Commission on March 12, 1979 and assigned recordation number 10188-A; a certain Restated and Amended Management Agreement dated as of August 1, 1978 between Cantor, Fitzgerald Equities Corp. and Columbus & Greenville Railway Company, filed with the Interstate Commerce Commission on March 12, 1979 and assigned recordation number 10188-B; a certain Schedule No. 1 to Restated and Amended Management Agreement dated as of August 1, 1978 between Cantor, Fitzgerald Equities Corp. and Columbus & Greenville Railway Company, filed with the Inter-

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THE SECRETARY

state Commerce Commission on March 12, 1979 and assigned recordation number 10188-C; and a certain Agency Agreement dated as of March 8, 1979 between Cantor, Fitzgerald Equities Corp. and Railway Freight Car Services, Inc., filed with the Interstate Commerce Commission on March 12, 1979 and assigned recordation number 10188-D.

~~The Equipment covered by the documents is described on Exhibit A attached hereto.~~ *KJS*

Please file the enclosed Termination Statements and return the recorded copies to:

Cantor, Fitzgerald Equities Corp.
One World Trade Center
New York, New York 10048
Attention: Harry Needleman, Esq.

A filing fee in the amount of \$20.00 is enclosed. If you have any questions, please do not hesitate to contact me at (212) 286-6272 or if I am not available, please contact Mr. Needleman at (212) 938-5000.

Very truly yours,

MANUFACTURERS HANOVER
LEASING CORPORATION

By: *Katharine T. Scheffler*
Katharine T. Scheffler
Vice President

cc: Harry Needleman
Louis Pistecchia
Dennis Fitzgerald

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TERMINATION STATEMENT AND
RELEASE OF SECURITY AGREEMENT AND
AND RELATED DOCUMENTS. INTERSTATE COMMERCE COMMISSION

WHEREAS, pursuant to former Section 20c of the Interstate Commerce Act, 49 U.S.C. Section 11303, there was duly filed on March 12, 1979 at 11:30 a.m. that certain Loan and Security Agreement between Manufacturers Hanover Leasing Corporation and Cantor, Fitzgerald Equities Corp. dated as of March 8, 1979, and assigned recordation number 10188 (the "Security Agreement"); and

WHEREAS, pursuant to former Section 20c of the Interstate Commerce Act, 49 U.S.C. Section 11303, there was duly filed on March 12, 1979 at 11:30 a.m. that certain Supplement No. 1 to Loan and Security Agreement between Cantor, Fitzgerald Equities Corp. and Manufacturers Hanover Leasing Corporation dated as of March 8, 1979 and assigned recordation number 10188-A (the "Supplement"); and

WHEREAS, pursuant to former Section 20c of the Interstate Commerce Act, 49 U.S.C. Section 11303, there was duly filed on March 12, 1979 at 11:30 a.m. that certain Restated and Amended Management Agreement between Cantor, Fitzgerald Equities Corp. and Columbus & Greenville Railway Company, dated as of August 1, 1978, and assigned recordation number 10188-B (the "Management Agreement"); and

WHEREAS, pursuant to former Section 20c of the Interstate Commerce Act, 49 U.S.C. Section 11303, there was duly filed on March 12, 1979 at 11:30 a.m. that certain Schedule No. 1 to Restated and Amended Management Agreement between Cantor, Fitzgerald Equities Corp., as Owner and Columbus & Greenville Railway Company, as Manager dated as of August 1, 1978 and assigned recordation number 10188-C ("Schedule No. 1"); and

WHEREAS, pursuant to former Section 20c of the Interstate Commerce Act, 49 U.S.C. Section 11303, there was duly filed on March 12, 1979 at 11:30 a.m. that certain Agency Agreement between Cantor, Fitzgerald Equities Corp. and Railway Freight Car Services, Inc., dated as of March 8, 1979, and assigned recordation number 10188-D ("Agency Agreement"); and

WHEREAS, Cantor, Fitzgerald Equities Corp. has prepaid in full all of the outstanding principal and accrued interest due and owing under the notes issued pursuant to the Security Agreement; and

WHEREAS, Manufacturers Hanover Leasing Corporation has received full payment of all outstanding debt secured by the Security Agreement; and

WHEREAS, Manufacturers Hanover Leasing Corporation now wishes to release all interest in the railroad equipment referred to in the Security Agreement and the Supplement, to provide for termination of the Security Agreement, the Supplement, and its interest in the Management Agreement, Schedule No. 1 and the Agency Agreement,

NOW THEREFORE:

1. This Termination Statement and Release of Security Agreement and Related Documents is presented for filing with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303.

2. Manufacturers Hanover Leasing Corporation hereby acknowledges payment in full of the debt secured by the Security Agreement and certifies that it no longer claims any interest in that railroad equipment referred to in the Security Agreement and the Supplement and bearing serial numbers CAGY 21,000 through 21,149 inclusive, under the Security Agreement, the Supplement or otherwise.

3. Manufacturers Hanover Leasing Corporation hereby further certifies that it no longer claims any interest in the Management Agreement, Schedule No. 1 or the Agency Agreement.

4. The Security Agreement is hereby terminated.

IN WITNESS WHEREOF, Manufacturers Hanover Leasing Corporation has caused its duly authorized officer to sign his name hereto, duly attested, as of October 30, 1985.

MANUFACTURERS HANOVER LEASING
CORPORATION

By: Louis R. Osterman
Title: Vice President

[Corporate Seal]

Attest:

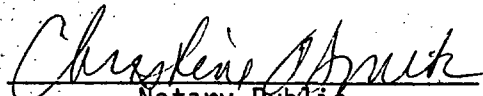
Title:

James B. O'Connell
Senior Vice President and Secretary

STATE OF NEW YORK)

COUNTY OF NEW YORK)

On the 30th day of October, 1985, before me personally appeared Jerome B. Flax, to me personally known, who being duly sworn, says that he is the Secretary of Manufacturers Hanover Leasing Corporation, that the seal affixed to the foregoing instrument is the seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.


Notary Public

(Notarial Seal)

My commission expires:

CHRISTINE A. SMITH
Notary Public, State of New York
No. 31-4306346
Qualified in New York County
Commission Expires March 30, 1987

Interstate Commerce Commission
Washington, D.C. 20423

11/8/85

OFFICE OF THE SECRETARY

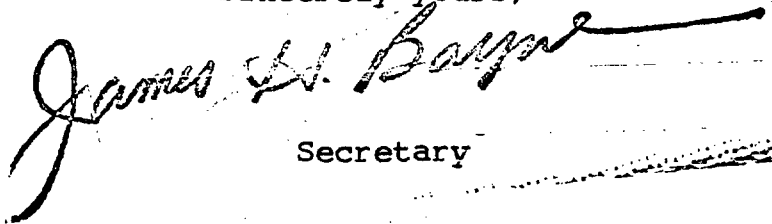
Canton, Fitzgerald Equities Corp.
One World Trade Center
New York, N.Y. 10048

Attn: Harry Needleman, Esq.

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/7/84 at 10:45am and assigned re-recording number(s) ~~10188-F~~ & 10237-B

Sincerely yours,


Secretary

Enclosure(s)